

IRANIAN CULTURAL SOCIETY OF NORTH CAROLINA BYLAWS

Revised in 2026

Contents

ARTICLE I. OFFICES 3
SECTION 1. NAME 3
SECTION 2. OFFICES 3
ARTICLE II. PURPOSE, MISSION, AND FUNCTION 4
SECTION 1. PURPOSE AND MISSION 4
SECTION 2. FUNCTION 4
ARTICLE III. MEMBERSHIP 6
SECTION 1. MEMBER 6
SECTION 2. MEMBERSHIP CLASSES 6
SECTION 3. MEMBERSHIP DUES 6
SECTION 4. ANNUAL GENERAL ASSEMBLY 7
SECTION 5. SPECIAL GENERAL ASSEMBLY 7
SECTION 6. NOTICE OF ANNUAL GENERAL ASSEMBLY OR SPECIAL GENERAL ASSEMBLY 7
SECTION 7. MEMBERSHIP QUORUM 7
SECTION 8. MEMBER VOTING 7
SECTION 9. ORDER OF BUSINESS 8
ARTICLE IV. BOARD OF DIRECTORS 9
SECTION 1. GENERAL POWERS 9
SECTION 2. NUMBER AND TERM 9
SECTION 3. ELECTION OF DIRECTORS 9
SECTION 4. QUALIFICATIONS 9
SECTION 5. INDIVIDUAL BOARD MEMBER RESPONSIBILITIES 9
SECTION 6. VACANCIES 10
SECTION 7. RESIGNATION 10
SECTION 8. REMOVAL 10
SECTION 9. COMPENSATION 10
ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS 11
SECTION 1. REGULAR MEETING 11
SECTION 2. SPECIAL MEETINGS 11
SECTION 3. QUORUM 11
SECTION 4. MANNER OF ACTING 11
SECTION 5. ATTENDANCE AND MINUTES 11
SECTION 6. WAIVER OF NOTICE 12
ARTICLE VI. OFFICERS OF THE CULTURAL SOCIETY 13

SECTION 1. BOARD OFFICERS 13
SECTION 2. ELECTION 13
SECTION 3. TERM 13
SECTION 4. DUTIES AND EXERCISE OF POWERS 13
SECTION 5. REMOVAL 15
ARTICLE VII. COMMITTEES 16
SECTION 1. STANDING BOARD COMMITTEES 16
SECTION 2. SPECIAL-PURPOSE COMMITTEES 17
SECTION 3. FUNCTIONAL COMMITTEES 17
ARTICLE VIII. MANAGEMENT POSITIONS 19
SECTION 1. POSITION DESCRIPTIONS 19
SECTION 2. MANAGEMENT APPOINTMENT PROTOCOL 19
Article IX. FINANCIAL OVERSIGHT AND MEMBERSHIP APPROVAL 21
SECTION 1. DEFINITION OF SIGNIFICANT TRANSACTIONS 21
SECTION 2. REQUIREMENT FOR MEMBERSHIP APPROVAL 21
SECTION 3. APPROVAL PROCESS 21
SECTION 4. BOARD RECOMMENDATIONS 21
SECTION 5. EFFECTIVENESS OF TRANSACTIONS 21
ARTICLE X. INDEMNIFICATION 22
ARTICLE XI. DISTRIBUTION OF ASSETS 23
ARTICLE XII. AMENDMENT OF BYLAWS 24
SECRETARY'S CERTIFICATE 25

ARTICLE I. OFFICES

SECTION 1. NAME

This North Carolina nonprofit Organization shall be known as the **Iranian Cultural Society of North Carolina, Inc**. (hereinafter “Cultural Society”).

The Cultural Society may use the acronym ICSNC, which stands for "**Iranian Cultural Society of North Carolina**," for communication purposes.

SECTION 2. OFFICES

Section 2.a. PRINCIPAL OFFICE. The Cultural Society's principal office shall be at the **Aria Cultural Center** (hereinafter “Cultural Center”), 2609 North Duke Street, Building 700, Durham, NC 27704.

Section 2.b. OTHER OFFICES. The Cultural Society may have offices at other places in North Carolina as the Board of Directors may, from time to time, determine.

ARTICLE II. PURPOSE, MISSION, AND FUNCTION

SECTION 1. PURPOSE AND MISSION

The Purpose and Mission of Cultural Society shall be:

Section 1.a. EDUCATION. Preserve and promote the Persian (Farsi) language, literature, history, music, dance, art, cuisine, and cultural celebrations by offering courses in Persian (Farsi) language, developing programs on Persian poetry, literature, music, history, and art, and encouraging intergenerational interaction and knowledge sharing between elders, fluent speakers, and younger generations to foster language and cultural continuity.

Section 1.b. CULTURAL. Organize cultural festivals, performances, exhibitions, and heritage events to showcase traditional arts, music, dance, cuisine, and customs, helping to promote pride in Persian cultural identity and encouraging members' participation in cultural traditions.

Section 1.c. COMMUNICATION. Establish communication facilities to promote Persian cultural values, foster partnerships with Iranian university student associations, and raise awareness and support for language and cultural revitalization initiatives.

Section 1.d. CHARITIES. Mobilize the financial, material, and human resources of the membership and the greater community for the charitable benefit of the membership and the greater community.

SECTION 2. FUNCTION

Section 2.a. FUNDS. The Cultural Society may accept, acquire, and solicit, by gift, devise, bequeaths, or otherwise, donations, money, and property of every kind, nature, and description from any person, firm, or corporation, including any municipality, county, or state of the United States of America, and to hold, manage, administer, use and invest as may be directed by the donor or as the Board of Directors may determine in the absence of such direction. Acceptance of any donation should support the Cultural Society's purpose and mission.

Section 2.b. LIABILITIES. The Cultural Society may make contracts and incur liabilities, borrow money, issue notes, bonds, tax-exempt bonds, and other obligations, and secure any obligations by mortgage or pledge of all or any of its property, franchise, and income as the Board of Directors may direct.

Section 2.c. PROPERTIES. The Cultural Society may buy, sell, mortgage, encumber, pledge, or otherwise own or dispose of all types of properties and improve real property.

Section 2.d. LEGAL STATUS. Notwithstanding, the Cultural Society shall not carry out any activities not permitted to be carried on by:

A. a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or any other corresponding provision of any future United States Internal Revenue law.
B. a corporation to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.
C. Chapter 55A of the General Statutes of North Carolina.

Section 2.e. PROHIBITION. The Cultural Society's activities will not be affiliated with unions, political parties, religious groups, or foreign governments.

ARTICLE III. MEMBERSHIP

SECTION 1. MEMBER

Any individual or family who has interest, affection, and/or attachment to Iranian culture and who accepts the membership obligations of (1) paying membership dues, (2) supporting the Cultural Society's mission, (3) accepting these bylaws and (4) agrees to the Cultural Society's **Privacy Statement** can become a member of Cultural Society.

SECTION 2. MEMBERSHIP CLASSES

The Cultural Society has the following classes of members with associated Rights and Obligations:

Section 2a. INDIVIDUAL MEMBERS. Individual members shall have the right to a single vote in person or by proxy on the occasion of the Cultural Society's election of the Board of Directors, any referenda, or any other business brought before the Membership by the Cultural Society's Board of Directors.

Section 2b. FAMILY MEMBERS. Family members are defined as one or two adults cohabiting with or without children under 18. Each adult shall have the right to one vote, either in person or by proxy, in any Cultural Society general membership business meeting, including the election of the Board of Directors, any referenda, or any other business presented by the Cultural Society's Board of Directors.

Section 2c. HONORARY MEMBER. The Cultural Society's Board of Directors can award an Honorary Membership for a period of time determined by the Board of Directors to any individual providing distinguished service to support the Cultural Society's mission. Honorary members shall have the same voting rights as members, and their membership dues are waived.

Section 2d. LIFETIME MEMBER. The Cultural Society's Board of Directors can award a Lifetime Membership to any individual who has provided extraordinary service or funding to support the Cultural Society's mission. Granting or retracting such membership depends on the majority vote (five or more) of the Board of Directors. Lifetime members shall have the same voting rights as members, and their membership dues are waived.

SECTION 3. MEMBERSHIP DUES

The Cultural Society's Board of Directors determines and publishes the amount and schedule of Membership Dues for each Membership Class at the **Post-Election Meeting** for the following year**.** Annual dues cover the period from January 1 to December 31. The Cultural Society's Membership fee is non-refundable, cannot be prorated, and its Membership is non-transferable.

SECTION 4. ANNUAL GENERAL ASSEMBLY

The Cultural Society's Annual General Assembly is held on the second Sunday in November of each year at a place designated by the Board of Directors.

SECTION 5. SPECIAL GENERAL ASSEMBLY

The Board of Directors may call special meetings of the general membership at any time to conduct the Cultural Society's business, or they may be called by at least twenty-five percent (25%) of the non-director members.

SECTION 6. NOTICE OF ANNUAL GENERAL ASSEMBLY OR SPECIAL GENERAL ASSEMBLY

Notice of the Annual and Special General Assembly of the Cultural Society, stating the time, place, and purpose or purposes thereof shall be sent by e-mail to each member not less than ten (10) days before the meeting date with a reminder e-mail sent five (5) days prior to the meeting date. The first notice of the meeting cannot be sent more than sixty (60) days before the meeting. In cases where a member does not have an e-mail address, notification of members shall be by telephone, by text, and or by one USPS first-class mail notice, and proxy sent not more than sixty (60) or less than ten (10) days before the scheduled meeting date.

SECTION 7. MEMBERSHIP QUORUM

At any Annual or Special General Assembly, a majority vote (greater than 50%) of the membership shall constitute a quorum, except as otherwise voted by the majority vote (five or more) of the Board of Directors to be the number of voting members present in person or by proxy at the same meeting to constitute a quorum of the membership.

SECTION 8. MEMBER VOTING

All members whose membership is verified by the Cultural Society Secretary shall have the right to vote anonymously on matters requiring input through multiple channels, including digital methods, proxy, or in person. Voting by digital methods shall be facilitated by distributing electronic ballots with voting instructions to all eligible members, allowing them to cast their votes remotely. Proxy voting shall be permitted, enabling members to appoint a trusted individual to vote on their behalf in accordance with established procedures. Additionally, members may exercise their voting rights in person at scheduled membership meetings or events where votes are being conducted. Regardless of the method chosen, all votes shall be considered valid and counted towards the final tally, provided they are submitted within the specified deadline and comply with the Cultural Society's bylaws and voting procedures.

SECTION 9. ORDER OF BUSINESS

Order of business at the Annual meeting shall be:

A. **Call to Order:** The Board President formally starts the meeting.
B. **Roll Call/Attendance/ Quorum:** The Board Secretary records the number of members and proxies and confirms that a quorum is present.
C. **Approval of the Agenda:** Members review and approve the meeting agenda.
D. **Approval of Previous Meeting Minutes:** Members review and approve the minutes from the previous meeting.
E. **Officers' Reports:** Includes presentations from the President and Treasurer regarding the Cultural Center's activities, financial status, and future plans.
F. **Management's Report**: This report includes presentations from the Cultural Center's Executive Director, the principal of the Persian School, the Charity and Community Services coordinator, and the cultural programs coordinator regarding their activities, financial status, and future plans.
G. **Committee Reports:** Includes presentations from committee chairs on their activities and suggested future plans.
H. **Elections:** The Election Committee Chairperson announces the election results for the new board members.
I. **Old Business:** Discuss and resolve unfinished business from previous meetings.
J. **New Business:** Introduction and discussion of new topics, proposals, or motions that require the membership's attention.
K. **Post-Election Meeting:** The Board Secretary announces the date for the Board's Post-Election meeting.
L. **Adjournment:** The formal end of the meeting, requiring a motion, second, and vote.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

The Board of Directors shall manage the affairs of the Cultural Society.

SECTION 2. NUMBER AND TERM

The number of members of the Board of Directors shall be nine (9). Each member shall be elected to fill an open three-year term or a vacated term of office. Each member shall hold office until a successor has been duly elected or upon his/her resignation, death, or removal.

SECTION 3. ELECTION OF DIRECTORS

A. Any member can self-nominate or nominate another member for election as a member of the Board of Directors of the Cultural Society by no less than twenty (20) days before a scheduled election.
B. On the day of the Cultural Society's Annual General Assembly Meeting, the membership will vote for and elect new members of the Board of Directors from the final roster of qualified candidates, as outlined in Article IV, Section 4 of these Bylaws.
C. Elected candidates shall have the option to fill either a new three-year term position or any vacated position with a remaining term of less than three years, in order of the number of votes received.
D. The Election Committee shall provide the roster of candidates for election by no less than fifteen (15) days before a scheduled election.
E. In the event of a tied election, the Election Committee shall randomly determine candidates' terms and positions by flipping a coin.

SECTION 4. QUALIFICATIONS

A. To be a nominee, one must be a member of the Cultural Society.
B. Committee experience is preferred but not mandatory for nominees.
C. A nominee must understand and accept the Cultural Society’s Bylaws.
D. A current Cultural Society Board of Directors member who has served one elected term is eligible to be a nominee.
E. A Cultural Society Board of Directors member with two consecutive elected terms, followed by at least one year as a non-board member, is eligible to be a nominee.
F. To be considered duly elected to the Board of Directors, a candidate must receive at least 20% of the total valid votes cast in the election.
G. No two adult members of the same Family Membership shall serve on the Board of Directors concurrently.

SECTION 5. INDIVIDUAL BOARD MEMBER RESPONSIBILITIES

A. Attending Cultural Society Board of Directors meetings.
B. Be informed about the Cultural Society's bylaws, policies, and programs.
C. Review agenda and supporting materials before Board meetings.
D. Serve on Board Committees to assist the Board in fulfilling its governing responsibilities.
E. Inform others about the Cultural Society and encourage new membership.
F. Assist the Board in carrying out its fiduciary responsibilities, such as reviewing the Cultural Society's financial reports and protecting its IRS 501 (c)(3) status.

SECTION 6. VACANCIES

If a director resigns, cannot complete his/her term, or is removed, the Nomination Committee will recommend a qualified candidate to the Board of Directors. The Board of Directors will decide on the candidate's appointment to fill the vacated position until the next annual election. The remaining directors' supermajority vote (six or more) will appoint a vacancy appointment.

SECTION 7. RESIGNATION

Any member of the Board of Directors may resign at any time by communicating such resignation to the Board of Directors. Resignation is effective when communicated in writing with an effective date.

SECTION 8. REMOVAL

Any board member may be removed by a supermajority vote (six or more) of the Board of Directors for failing to meet their responsibilities as outlined in Article IV, Section 5. A director's missing four consecutive Board of Directors meetings is grounds for his/her removal. The board member subject to removal shall be able to address the board before the vote.

SECTION 9. COMPENSATION

The Board of Directors shall serve without compensation except that they may, in their discretion and by a majority vote (five or more) of the members, reimburse any or all members for expenses incurred by them in attending meetings or otherwise carrying out their duties as directors of the Cultural Society.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. REGULAR MEETING

The Board of Directors shall hold regular monthly meetings. The last regular meeting of the year is labeled the "Post-Election Meeting." Its agenda shall include the orientation of newly elected members and the election of new officers.

SECTION 2. SPECIAL MEETINGS

Any board member may request the Cultural Society's president to call a special Board of Directors meeting for a specified purpose. The notice of the Special Board of Directors meeting needs to include the purpose and be communicated by email and text **at least two days** before the meeting.

SECTION 3. QUORUM

A majority of the Directors, five or more, shall constitute a quorum to conduct its business. If a quorum is not present at any meeting of the Board of Directors, those present may receive and review any reports that do not require Board action, and they may adjourn the meeting until a quorum is present.

SECTION 4. MANNER OF ACTING

All decisions requiring board approval must receive a majority vote (five or more) of the Board of Directors, with at least five directors voting in favor. In exceptional circumstances, the Board of Directors may conduct business and vote by email, provided all board members consent to vote by email for a specific motion. Directors must be alerted by text message that an email has been sent. Any board member who does not respond to the email within 48 hours shall be deemed to have abstained from voting. The secretary shall record all votes cast by email and include them in the official minutes of the next board meeting.

SECTION 5. ATTENDANCE AND MINUTES

Directors are encouraged to make a reasonable effort to attend all board meetings in person. The Board of Directors may meet via a virtual live platform, provided all participants can communicate concurrently. Participation in such meetings shall constitute presence in person at the meeting, and any action taken at such meetings shall have the same force and effect as if taken or made at a meeting held in person. Attendance records and minutes of all meetings shall be maintained.

SECTION 6. WAIVER OF NOTICE

Any Director may waive notice of any meeting. A Director's attendance at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VI. OFFICERS OF THE CULTURAL SOCIETY

SECTION 1. BOARD OFFICERS

The Cultural Society's officers shall consist of a Board President, Vice President, Secretary, and Treasurer. In the absence of any officer performing their duties, the Board of Directors may delegate the authority and responsibilities of that officer to any other non-officer board member until the officer can resume their duties.

SECTION 2. ELECTION

The Board of Directors shall elect the Officers of the Cultural Society at the **Annual Post-Election** Meeting. The president of the Board of Directors shall have previously served as an officer of the Cultural Society.

SECTION 3. TERM

The Officers of the Cultural Society shall serve for a term of one year or until a successor is duly elected or appointed. The term shall begin on the first day of the Cultural Society's fiscal year, from January 1 to December 31.

SECTION 4. DUTIES AND EXERCISE OF POWERS

The Officers shall perform and exercise the necessary powers to achieve proper administration and governance of the Cultural Society's affairs, as stated below:

Section 4.1. THE BOARD PRESIDENT

The President of the Board of Directors:

A. Shall make a report at the **Annual General Assembly Meeting** stating the condition of the Cultural Society and shall make such suggestions and recommendations as s/he deems proper for the best interests of the Cultural Society.
B. Shall preside at all Board of Directors meetings and oversee the board committees' assignments and progress.
C. Has the power to call the regular and any special meetings of the Board of Directors.
D. Shall have the authority, together with the Treasurer or another officer, to sign any deeds, mortgages, bonds, contracts, or other instruments, except where such authority is expressly delegated by the Board, these bylaws, or required by law to another individual.

Section 4.2. THE VICE BOARD PRESIDENT

The Vice President of the Board of Directors responsibilities shall include:

A. In the event of a vacancy in the office of the President, or during his/her absence to serve, the Vice President shall perform all the duties required of the President of the Board of Directors and shall have the same powers and privileges.

Section 4.3. SECRETARY

The Secretary's duties and responsibilities shall include:

A. **Minutes:** Keep or cause to be kept the minutes of the proceedings of the Board of Directors and its committees' meetings.
B. **Correspondence**: Have charge of the correspondence of the Board of Directors.
C. **Committee Notifications**: In writing, notify or cause to be notified the persons elected or appointed as members of committees.
D. **Meeting Notices**: Give, or cause to be given, notice to the members of the Board of Directors of all their respective meetings and perform such other duties as may be required by the Bylaws.
E. **Records Management**: Have charge of such books, records, and papers as the Board of Directors may direct.

Section 4.4. TREASURER

The Treasurer's duties and responsibilities shall include:

A. **Funds Management:** Oversee the receipt, deposit, and disbursement of all funds, ensuring proper financial controls are in place.
B. **Compliance:** Ensure compliance with all financial regulations protecting the Cultural Society's IRS 501 (c)(3) status, including timely filing of required reports and tax returns.
C. **Committee Participation:** Serve as a member of the Board Finance Committee, collaborating closely with its members on financial planning, budgeting, and policy development, and participate in other relevant committees as needed.
D. **Budget Management:** Develop and manage the Cultural Society's annual budget, monitoring expenditures and revenues to ensure financial stability.
E. **Financial Records:** Maintain accurate and complete financial records of the Cultural Society, ensuring all transactions are appropriately categorized and documented.
F. **Financial Statements:** Prepare and present monthly financial statements at the Board of Directors meetings and post the year-end financial reports to the public two (2) months after the tax return is filed.
G. **Cash Flow Monitoring:** Monitor the Cultural Society's cash flow and ensure sufficient liquidity to meet obligations.
H. **Audit Coordination:** Facilitate and coordinate the annual internal audit process in

collaboration with the Board Audit Committee. Work closely with the committee and external auditors to ensure a thorough review of financial records after the completion of each odd fiscal year.

SECTION 5. REMOVAL

Any Officer may be removed from their position by a supermajority vote (six or more) of the Board of Directors whenever it is deemed in the best interest of the Cultural Society. The officer subject to removal shall be able to address the board before the vote.

ARTICLE VII. COMMITTEES

SECTION 1. STANDING BOARD COMMITTEES

The Board of Directors distributes its workload through the following standing board committees to fulfill its governance responsibilities. Each board committee will include at least two board members and chaired by a board member, ensuring a direct link to the board's governance role. Board committees may include non-board members with specific expertise. Board committees are required to make recommendations to the full board, but they may be delegated authority by the board to make certain decisions on behalf of the board.

Section 1.a. The Executive Committee shall consist of the Board Officers and four Managers: The Persian School Principal, the Cultural Events/Projects Coordinator, the Charity and Community Services Coordinator, and the Cultural Center Executive Director. The Executive Committee shall meet between board meetings to focus on strategic planning, financial management, resource development, and risk management. It enhances coordination among the four managers to ensure effective operations. The Executive Committee cannot be delegated certain matters: the election of board officers, appointment of committee members, distribution of assets, dissolution or merger, or sale of the assets. The board should be informed of any actions taken by the Executive Committee since the last board meeting.

Section 1.b. The Finance Committee oversees the Cultural Society's financial management and ensures fiscal responsibility. The Finance Committee works with each manager, reviewing and recommending the annual budget for board approval, monitoring financial statements and reports, and providing updates on the Cultural Society's financial status. The committee also oversees the external audit process to ensure compliance with financial regulations, develops and recommends financial policies and procedures, identifies financial risks, and proposes mitigation strategies. It should include treasurer (s). The Finance Committee works with each manager to prepare an annual budget for board approval and develop long-term financial plans.

Section 1.c. The Audit Committee oversees the accounting and auditing practices of the Cultural Society. It is responsible for retaining and consulting with outside auditors, reviewing the audit report and other financial statements, and approving internal procedures and controls. This committee should be composed solely of non-managers and independent of the Finance Committee.

Section 1.d. The Nomination Committee recommends potential new board members, assists with board education and development, recommends removing board members in unusual circumstances, suggests expansion and contraction, and recommends committee composition to the board. The Nomination Committee works closely with the Election Committee.

Section 1.e. The Communication Committee oversees the Cultural Society's communication strategies and efforts to effectively convey its mission, goals, and activities to members, volunteers, donors, and the community. This committee manages the Cultural Society's website and social media platforms. The chair of the Membership Committee shall serve as a member of the Communication Committee.

Section 1.f. The Membership Committee manages and enhances the Cultural Society's relationship with its members, focusing on member engagement, retention, and growth. This committee will develop and implement strategies to attract new members, maintain current members, and increase member participation in Cultural Society activities. The committee will also regularly assess member needs and satisfaction, providing recommendations for improvements to the board. The Membership Committee includes the chair of the Communication Committee and up to five non-board and non-manager members.

SECTION 2. SPECIAL-PURPOSE COMMITTEES

The board establishes special-purpose board committees to address specific tasks or projects that fall outside the scope of standing committees. These committees are formed to handle unique, time-limited, or highly specialized issues requiring focused attention and expertise. The special-purpose committee may be dissolved once the specific task or project is completed. The board defines each special-purpose committee's responsibilities, composition, and duration as needed to achieve its objectives effectively.

Section 2.a. The Election Committee is a special-purpose, independent committee established by the board to oversee and manage the election process. To preserve its independence and ensure a fair and unbiased election process, it does not include any board members. Once activated for each election event, this committee has the authority and responsibility to:

A. Review existing election procedures, make necessary edits, and obtain board approval.
B. Obtain the list of potential candidates from the Nomination Committee.
C. Verify candidates' eligibility.
D. Conduct and oversee the voting process.
E. Count and verify votes.
F. Resolve any election-related disputes or issues.
G. Certify and announce election results.
H. Conduct and report a post-election review to the board.

SECTION 3. FUNCTIONAL COMMITTEES

Functional Committees are formed by volunteers with the skills and willingness to support the Cultural Society's mission-driven programs. At the January Board of Directors meeting, the board and management review and approve the list of Functional Committees, their charters,

terms, and activation dates. The board could review and update the list at any Directors' meetings.

Section 3.a. Committee Membership Selection:

A. With the board and management's approval, the President will select temporary chairs for each Functional Committee when activated.
B. Each functional committee will be assigned to the related managers.
C. The board communication and membership committees will assist the temporary chairs in recruiting volunteers.
D. The temporary chair of each committee will call the Functional Committee's first meeting, at which the committee members elect the chair.

Section 3.b. Meetings. Each committee shall meet as often as necessary to perform its duties at such times and places as directed by its chair.

Section 3.c. Expenditures. Any expenditure of Cultural Society funds by a committee shall require prior approval of the related manager.

Section 3.d. Accountability. The Chairperson of active Functional Committees shall provide a written report to the related manager before the Board's monthly meeting.

ARTICLE VIII. MANAGEMENT POSITIONS

SECTION 1. POSITION DESCRIPTIONS

The Cultural Society will have four management positions (referred to as Managers hereinafter) that constitute its executive branch. The Board of Directors delegates the necessary authority to these positions to fulfill their managerial responsibilities. At the beginning of the fiscal year, the Managers will present a proposed budget to the Board for approval and report their expenditures, income, and year-end projection at the Board's monthly meetings.

Section 1.a. The Persian School Principal is responsible for leading and managing the Persian School's educational and cultural programs. This role includes curriculum development, teacher training and supervision, student enrollment, and ensuring the smooth operation of language and cultural classes in alignment with the Cultural Society's mission and values.

Section 1.b. The Cultural Programs Coordinator oversees and manages cultural programs, ensuring the successful implementation of events and celebrations that align with the Cultural Society's mission, with the support of Functional Committees. This role involves organizing logistics, promoting events, engaging with the community, and building partnerships with other cultural and community organizations. Additionally, the coordinator manages budgets, supervises volunteers, and oversees marketing efforts to ensure the success and sustainability of cultural initiatives.

Section 1.c. The Charity and Community Services Coordinator organizes and oversees community service events and fundraising campaigns to support the Cultural Society's mission with the help of Functional Committees and community volunteers. This role involves building partnerships with other community charity organizations and ensuring compliance with relevant regulations and policies.

Section 1.d. The Aria Cultural Center Executive Director oversees the operation and maintenance of the Cultural Center, ensuring activities align with the Cultural Society's mission and comply with Article II, Section 2.0 Functions. Responsibilities include managing facility bookings, ensuring property upkeep and safety, and collaborating with other Cultural Society managers to develop strategies that maximize revenue from various sources, including rental income, while satisfying the IRS' public support test, thereby contributing to the Cultural Society's financial sustainability.

SECTION 2. MANAGEMENT APPOINTMENT PROTOCOL

The appointment of the Cultural Society's four management positions follows the following appointment protocol.

Section 2.a. Each Manager shall be appointed by an affirmative vote of a minimum of six (6) members of the Board of Directors at any board meeting.

Section 2.b. Each Manager shall hold his/her office for such terms as the Board of Directors determines.

Section 2.c. Each Manager must be a member of the Cultural Society and shall not serve on the Board of Directors.

Section 2.d. Each Manager shall be given the necessary authority to carry out his/her responsibilities as defined by the Board of Directors.

Section 2.e. Each Manager may be compensated for his/her service to the Cultural Society, and his/her business expenses reimbursed as set forth by the Board of Directors.

Section 2.f. Each Manager may be removed by an affirmative vote of a minimum of six (6) members of the Board of Directors whenever in its judgment, the best interest of the Cultural Society will be served thereby. The removal of any Manager shall be without prejudice.

Article IX. FINANCIAL OVERSIGHT AND MEMBERSHIP APPROVAL

SECTION 1. DEFINITION OF SIGNIFICANT TRANSACTIONS

Any board decision involving transactions that exceed 25% of the Cultural Society's equity as reported at the end of the previous fiscal year.

SECTION 2. REQUIREMENT FOR MEMBERSHIP APPROVAL

The board of directors, officers, and managers shall not execute any significant transactions without obtaining prior approval from the membership.

SECTION 3. APPROVAL PROCESS

A proposal for a Significant Transaction must be presented to the membership in written notice at least ten (10) days before the membership meeting where the vote will take place. The notice must include detailed information about the proposed transaction, its potential impact on the Cultural Society, the rationale for its execution, and any other relevant details that would help the members make an informed decision.

The membership must approve the transaction by two-thirds (2/3rd) votes of the voting members through one of the three channels: digital methods, proxy, or in person, as outlined in Article III, Section 8.0, "Member Voting." By Article III, Section 7, the Board of Directors is empowered to consider voting members as a quorum if the number of voting members does not exceed the majority (more than 50%) of the membership.

SECTION 4. BOARD RECOMMENDATIONS

The board may provide a recommendation regarding the proposed transaction, but the final decision rests with the membership.

SECTION 5. EFFECTIVENESS OF TRANSACTIONS

Any significant transaction executed without the required approval from the membership shall be considered null and void.

ARTICLE X. INDEMNIFICATION

The Cultural Society shall indemnify and hold harmless its volunteers, managers, directors, officers, and employees to the fullest extent permitted by law against any expenses, liabilities, and losses (including attorneys' fees) incurred or suffered by reason of the fact that such person is or was serving in such capacity at the request of the Cultural Society. This indemnification shall not apply to matters arising from gross negligence, willful misconduct, or any other conduct that constitutes a breach of fiduciary duty or a violation of law. The Cultural Society may purchase and maintain insurance on behalf of any person who is or was a volunteer, manager, director, officer, or employee against any liability asserted against and incurred by such person in any such capacity.

ARTICLE XI. DISTRIBUTION OF ASSETS

In the event of dissolution of the Cultural Society as provided by law, the Board of Directors shall donate, transfer, deliver, and convey all of its monies, properties, and other assets to another similar organization or organizations organized for the purposes stated in the Articles of Incorporation as directed by the Board of Directors and which itself is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE XII. AMENDMENT OF BYLAWS

Amendments to the Bylaws may be requested by a supermajority vote (six or more) of the Board of Directors or 25% of the general membership. The Bylaws Committee must review all requested changes, approve them by the Board of Directors, and pass them by an affirmative vote of the majority of members present at the Annual or Special General Assembly Meeting.

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY THAT the foregoing Bylaws of Iranian Cultural Society of North Carolina, Inc. have been duly approved by the Board of Directors and the Membership of Iranian Cultural Society of North Carolina, Inc. effective this day of September 27, 2026.

Mehrnaz (Nazi) Ahmadi Kite

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Name - Secretary of the Board of Directors

Mehrnaz Kite

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Signature - Secretary of the Board of Directors

September 27, 2026

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Date Signed - Secretary of the Board of Directors